

ESTTA Tracking number: **ESTTA463761**

Filing date: **03/26/2012**

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

Proceeding	91196469
Party	Plaintiff Farm Fleet Supplies, Inc.
Correspondence Address	ERIC O HAUGEN HAUGEN LAW FIRM LLP 121 SOUTH EIGHTH STREET, 1130 TCT TOWER MINNEAPOLIS, MN 55402 UNITED STATES haugenmail@haugenlaw.com
Submission	Plaintiff's Notice of Reliance
Filer's Name	Eric O. Haugen
Filer's e-mail	haugenmail@haugenlaw.com
Signature	/Eric O. Haugen/
Date	03/26/2012
Attachments	Opposer's Notice of Reliance No. 1.pdf (32 pages)(1617188 bytes)

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD**

Farm Fleet Supplies, Inc.,

Opposer,

Opposition No. 91196469

vs.

Ser. Nos. 77/894710; 77/894766 and 77/894812

Blain Supply, Inc.,

Applicant.

OPPOSER'S NOTICE OF RELIANCE NO. 1

Pursuant to 37 CFR § 2.122, Opposer, Farm Fleet Supplies, Inc. hereby makes of record in connection with this proceeding the following documents:

1. That document designated N-0092, consisting of Ohio Secretary of State information retrieved off of the LexisNexis database, evidencing that Highland Tire Farm & Fleet is designated as a registered trade name in the State of Ohio.
2. That document designated N-0094, consisting of Missouri Secretary of State information retrieved off of the LexisNexis database, evidencing that Farm and Fleet Field Service, LLC is a limited liability company registered in Missouri.
3. That document designated N-0115, consisting of information retrieved off of the Ohio Secretary of State's website concerning Hilliard Auto, Farm and Fleet, Inc. and its active status with the State of Ohio.

4. Those documents designated N-0407 and N-0408, consisting of Pennsylvania Secretary of State information retrieved off of the LexisNexis database, evidencing that Quality Farm & Fleet, Inc. is a corporation of Michigan.

5. Those documents designated N-0410 and N-0411, consisting of Ohio Secretary of State information retrieved off of the LexisNexis database, evidencing that Dinsmore Farm and Fleet, is a corporation of Ohio.

6. That document designated N-0452, consisting of materials located at the Louisiana Secretary of State's Office evidencing registration of the name Astec Sales in connection with "retail, wholesale, farm and fleet, ag and feed coops, hardware sales".

Items 1-6 above will be relied upon by Opposer to demonstrate the existence of entities that are unrelated to Applicant using either "farm & fleet" or "farm and fleet" in descriptive and/or generic fashions.

7. Those documents designated nos. N-0242 through N-0246, consisting of an annual report on Form 10-K filed by Doane Pet Care Company for the fiscal year ended January 1, 2005.

This document will be relied upon to evidence descriptive and generic usage of the term "farm and fleet" on and in connection with government-based filings. In particular, Applicant will be relying on the descriptive and generic uses of "farm and fleet" found on pages N-0244 through N-0245.

8. Those documents designated nos. N-0288 through N-0289, consisting of an annual report on form 10-K filed by Thermadyne Holdings Corporation for the fiscal year ended December 31, 2003.

This document will be relied upon to evidence descriptive and generic usage of the term Farm and Fleet on and in connection with government-based filings. In particular, Applicant will be relying on the descriptive and generic use of “farm and fleet” found on page N-0289.

9. Those documents designated nos. N-0512 through N0514, consisting of an annual report on Form 10-K filed by Mark IV Industries, Inc. for the fiscal year ended February 28, 1999.

This document will be relied upon to evidence descriptive and generic usage of the term “farm and fleet” on and in connection with the government-based filing. In particular, Applicant will be relying on the descriptive and generic use of “farm and fleet” found on page N-0514.

10. Those documents designated nos. N-0470 through 0471, consisting of an annual report on Form 10-Q/A filed by Organic Sales & Marketing Inc. for the fiscal year ended June 30, 2011.

This document will be relied upon to evidence descriptive and generic usage of the term “Farm and Fleet” on and in connection with the government-based filing. In particular, Applicant will be relying on the descriptive and generic use of “Farm and Fleet” found on page N-0470.

11. Those documents designated nos. N-0296 through N-0299, consisting of an annual report on filed by Consumer Products Service Group, Inc. for the fiscal year ended March 19, 2010.

This document will be relied upon to evidence descriptive and generic usage of the term “Farm and Fleet” on and in connection with the government-based filing. In particular, Applicant will be relying on the descriptive and generic use of “Farm and Fleet” found on page N-0299.

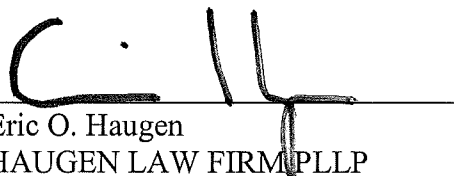
12. U.S. Reg. No. 1,193,482 on the mark F AND F, registered on April 13, 1982 for use in connection with “paints, stains, varnishes, lacquers, preservatives against rust and deterioration of wood, and colorants sold in farm and fleet stores”.

This registration will be relied upon to support Opposer’s position that the phrase “farm and fleet” is generic and descriptive.

13. That document designated RESPONSE TO OFFICE ACTION OF JULY 14, 2003, FILED BY APPLICANT IN THIS MATTER, BLAIN SUPPLY, INC., ON AND IN CONNECTION WITH U.S. SER. NO. 76/485,613, ON THE MARK BLAIN’S FARM & FLEET. This document is located in publicly available Patent and Trademark Office materials, and concerns what is now active registration no. 3,009,930 on the mark BLAIN’S FARM & FLEET, owned by applicant.

Respectfully submitted,

Date: March 26, 2012



Eric O. Haugen
HAUGEN LAW FIRM PLLP
121 South Eighth Street
1130 TCF Tower
Minneapolis, MN 55402
(612) 339-8300 – Phone

Attorney for Opposer,
Farm Fleet Supplies, Inc.

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing OPPOSER'S NOTICE OF RELIANCE NO. 1 was served upon Blain Supply, Inc.'s attorney at their address of record via first class mail postage prepaid to:

Nancy B. Johnson
BRENNAN STEIL S.C.
One E. Milwaukee St.
Janesville, WI 53547-1148

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "C. H.", is written over a horizontal line.

Eric O. Haugen
HAUGEN LAW FIRM PLLP
121 South Eighth Street
1130 TCF Tower
Minneapolis, MN 55402
(612) 339-8300 – Phone

Date: March 26, 2012

Attorney for Opposer,
Farm Fleet Supplies, Inc.

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Business Information

Filing Number:	1316140
Name:	HIGHLAND TIRE FARM & FLEET
Name Type:	LEGAL
Business Type:	REGISTERED TRADE NAME
Status:	IN GOOD STANDING
Status Date:	02/23/2007
Date Incorporated:	05/03/2002
Terms:	DATE OF EXPIRATION: 05/03/2012
Business Entity:	TRADE NAME/ORIGINAL FILING
Additional Information:	DID NOT RECEIVED CONSENT TO USE PROTECTED NAME

Registered Agent

Name:	MID AMERICA TIRE OF HILLSBORO, INC.
Registered Agent Address:	6256 US HIGHWAY 50 HILLSBORO, OH 45133-9102
As of Date:	05/03/2002
Registered Agent Information:	STATUS: ACTIVE ; AGENT ID: 200212301388

Filing History

Filing Date	Filing Type	Number	Description	Misc.
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N-0092

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Filing Number:	LC0020597
Name:	FARM AND FLEET FIELD SERVICE, L.L.C.
Name Type:	LEGAL
Business Type:	LIMITED LIABILITY COMPANY
Status:	ACTIVE
Place Incorporated:	MISSOURI
Date Incorporated:	06/24/1998
Foreign/Domestic:	DOMESTIC
Terms:	DATE OF EXPIRATION: 06/30/2037

Registered Agent

Name:	MURPHY, DAVID
--------------	---------------

Filing History

Filing Date	Filing Type	Number	Description	Misc.
06/24/1998			ARTICLES OF ORGANIZATION FOR A LIMITED LIABILITY COMPANY	
06/24/1998				

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N-0094

JON HUSTED
Ohio Secretary of State

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Business Name
Business Name - Exact
Number Search
Agent/Contact Name
Prior Business Name
Church Name

Corporation Details

Corporation Details								
Entity Number	1625680							
Business Name	HILLIARD AUTO, FARM AND FLEET, INC.							
Filing Type	CORPORATION FOR PROFIT							
Status	Active							
Original Filing Date	06/01/2006							
Expiry Date								
Location: HILLIARD	County: FRANKLIN	State:						
Agent / Registrant Information								
GARY PEDERSEN 5246 CENTER STREET HILLIARD, OH 43026 Effective Date: 06/01/2006 Contact Status: Active								
Incorporator Information								
GARY PEDERSEN								
Share Information								
	<table border="1"><thead><tr><th>Type</th><th>Par Value</th><th>Total</th></tr></thead><tbody><tr><td>NO PAR COMMON</td><td>0.00</td><td>500</td></tr></tbody></table>	Type	Par Value	Total	NO PAR COMMON	0.00	500	
Type	Par Value	Total						
NO PAR COMMON	0.00	500						
Filings								
Filing Type	Date of Filing	Document Number/Image						
DOMESTIC ARTICLES/FOR PROFIT	06/01/2006	200614502354						

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Business Information

Filing Number:	2653767
Name:	QUALITY FARM & FLEET, INC.
Name Type:	LEGAL
Original Business Address:	% C T CORPORATION SYSTEM (TERM) PA USA
Business Type:	BUSINESS CORPORATION
Status:	ACTIVE
Foreign State of Incorporation:	MICHIGAN
Foreign/Domestic:	FOREIGN
Foreign Incorporation Date:	08/28/1995

Officers

Name	Date(s)	Standardized Address	Original Address
BLISS, DAVID C Title: PRESIDENT Contact Type: OFFICER		Type: CONTACT PO BOX 3315 MUSKEGON, MI 49443-3315	PO BOX 3315 MUSKEGON MI 49445
MCLOUTH, RICHARD L Title: TREASURER Contact Type: OFFICER		Type: CONTACT PO BOX 3315 MUSKEGON, MI 49443-3315	PO BOX 3315 MUSKEGON MI 49445

N-0407

Officers

Historical Contacts

Name	Date(s)	Standard Address	Original Address
BARAVIK, ANDREW WAYNE Title: VICE PRESIDENT Contact Type: OFFICER		Type: CONTACT PO BOX 3315 MUSKEGON, MI 49443-3315	PO BOX 3315 MUSKEGON MI 49445 USA
GOWELL, JOAN REVA Title: SECRETARY Contact Type: OFFICER		Type: CONTACT PO BOX 3315 MUSKEGON, MI 49443-3315	PO BOX 3315 MUSKEGON MI 49445 USA
BLISS, DAVID CHARLES Title: PRESIDENT Contact Type: OFFICER		Type: CONTACT 1460 WHITEHALL RD MUSKEGON, MI 49445-1347	1460 WHITEHALL RD NORTH MUSKEGOON PA 49445 USA
MCLOUTH, RICHARD LYNN Title: TREASURER Contact Type: OFFICER		Type: CONTACT 1460 WHITEHALL RD MUSKEGON, MI 49445-1347	1460 WHITEHALL RD NORTH MUSKEGOON PA 49445 USA

Filing History

Filing Date	Filing Type	Number	Description	Misc.
09/28/2009	FILING		CHANGE OF REGISTERED AGENT - DOMESTIC	
08/28/1995	FILING		CERTIFICATE OF AUTHORITY	

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Ohio Secretary of State**Corporate Filing****Business Information**

Filing Number:	1769177
Name:	DINSMORE FARM AND FLEET
Name Type:	DBA
Business Type:	FICTITIOUS NAMES
Status:	IN GOOD STANDING
Status Date:	03/31/2008
Date Incorporated:	03/26/2008
Terms:	DATE OF EXPIRATION: 03/26/2013
Business Entity:	FICTITIOUS NAME/ORIGINAL FILING

Registered Agent

Name:	DINSMORE INC
Registered Agent Address	11780 SR 410 WEST UNION, OH 45693
As of Date:	03/26/2008
Registered Agent Information:	STATUS: ACTIVE ; AGENT ID: 200808801732

Filing History

Filing Date	Filing Type	Number	Description	Misc.
03/26/2008				N-0410

Filing History

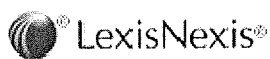
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N-0411

Tom Schedler
Secretary of State

State of Louisiana
Secretary of State



COMMERCIAL DIVISION

Uniform Commercial Code

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Corporations

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Fax

225.932.5314

Trade Name, Trademark Details

Type(s) Registered: TRADE NAME, TRADEMARK
Registered Name: ASTEC SALES
Applicant: FREDERICK A. LUMAN & LUMAN COMPANY, L.L.C.
1640 CYPRESS COVE
BENTON, LA 71006
Type Of Business: RETAIL, WHOLESALE, FARM AND FLEET, AG AND FEED COOPS, HARDWARE SALES
Book #: 59-0379
Current Status: ACTIVE

Dates

Registration Date: 2/16/2006
Expiration Date: 2/16/2016
Date First Used: 7/1/2005
Date First Used (in La.): 8/1/1999

Current Classes

Class Name
31 NATURAL AGRICULTURAL PRODUCTS

Start Date
2/16/2006

End Date

Expired Classes

No Expired Classes

Amendments On File

No Amendments on file

Print

N-0452

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended January 1, 2005

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 0-27818

Doane Pet Care Company

(Exact Name of Registrant as Specified in Its Charter)



Delaware
(State or other jurisdiction of
incorporation or organization)

43-1350515
(I.R.S. employer
identification no.)

210 Westwood Place South,
Suite 400
Brentwood, TN 37027
(Address of principal executive office, including zip code)

(615) 373-7774
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes ☐ No ☒

As of the last business day of the registrant's most recently completed second fiscal quarter, the registrant had no common equity held by non-affiliates.

As of April 1, 2005, the registrant had outstanding 1,000 shares of common stock, all of which were held by its parent, Doane Pet Care Enterprises, Inc.

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<u>Certification of CEO Pursuant to Rule 13a-14(a)</u>		
<u>Certification of CFO Pursuant to Rule 13a-14(a)</u>		
<u>Certification of CEO Pursuant to Section 1350</u>		
<u>Certification of CFO Pursuant to Section 1350</u>		

In this Annual Report on Form 10-K, "*Doane*," "*the Company*," "*we*," "*us*" and "*our*" refer to Doane Pet Care Company and its subsidiaries, unless the context indicates otherwise.

Table of ContentsExplanatory Note

Restated financial statements, including the related notes and disclosures thereto for the 2003 fiscal year ended January 3, 2004, are included in this Annual Report on Form 10-K for the 2004 fiscal year ended January 1, 2005, or the 2004 10-K.

During the preparation of the 2004 10-K, the Audit Committee of our Board of Directors determined that, following a review of our accounting practices for realized foreign currency transaction losses and the computation of interest expense, and in consultation with management and our independent registered public accounting firm, the restatement of our previously issued fiscal 2003 consolidated financial statements was necessary. The restatement resulted in a decrease in the fiscal 2003 net loss from \$54.4 million to \$45.3 million. This \$9.1 million reduction resulted from the reversal of previously recognized transaction losses of \$7.7 million related to the cumulative translation of our Euro-denominated debt and the correction of a cumulative error in our interest expense calculation of \$1.4 million. We are including restated consolidated financial statements and related notes and disclosures thereto for fiscal 2003 to correct these errors and have discussed the impact of the restatement in Part I, Item 6, Item 7, Item 7A and Item 9A of our 2004 10-K. The adjustments made to our consolidated financial statements are further described in Note 2 to our accompanying audited consolidated financial statements included herein.

The adjustments made in fiscal 2003 relating to previously recognized foreign currency translation losses and the computation of interest expense included cumulative errors through fiscal 2002 of \$0.8 million and \$0.7 million, respectively, which have been recognized in the 2003 restated financial statements as adjustments to the first quarter of fiscal 2003. These adjustments have not been recorded in prior periods due to management's conclusion that these cumulative errors through fiscal 2002, and the correction of the cumulative errors in fiscal 2003, were not material to any of the periods impacted.

N-0243

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PART I

ITEM 1 — Business

General

We are the largest manufacturer of private label pet food and the second largest manufacturer of dry pet food overall in the United States. We are also a leading manufacturer of private label pet food in Europe. We sell to approximately 550 customers around the world and serve many of the top pet food retailers in the United States, Europe, Mexico and Japan. We offer our customers a full range of pet food products predominately for dogs and cats, including dry, semi-moist, soft dry, wet, treats and dog biscuits.

We categorize our sales into three product areas: (i) private label, (ii) co-manufacturing and (iii) regional brands that we own. Our private label customers primarily include mass merchandisers, grocery chains, **farm and fleet** companies and pet specialty stores. We refer to each of these customer types as a channel. Our co-manufacturing customers include the top five global brand pet food companies, for whom we produce, package and ship a portion of their pet food products. A majority of our regional brand sales are to the grocery and **farm and fleet** channels.

We have been the primary supplier of private label dry pet food to WalMart Stores, Inc., or WalMart, since 1973 and have been a supplier to its Sam's Club division since 1990. Collectively, we refer to them as Wal*Mart, Inc. We manufacture a wide variety of products for Wal*Mart, Inc., including the majority of its top selling private label pet food brands, Ol' Roy and Special Kitty. Ol' Roy is the number one selling brand of dry pet food in the United States by volume and will celebrate its 25th anniversary next year. Our net sales to Wal*Mart, Inc. accounted for 44%, 42% and 43% of our total net sales for fiscal 2002, 2003 and 2004, respectively.

As the primary supplier of private label pet food to WalMart, we jointly developed a cost-effective and innovative logistic network designed to facilitate the delivery of our pet food to WalMart six days a week on WalMart's trailers. The backhaul system of this network is designed such that, after a WalMart freight truck leaves the last store of a delivery run that begins at a WalMart distribution center, the truck drops the empty trailer at one of Doane's 18 manufacturing and distribution facilities that service WalMart. At that point, a full load of Doane-manufactured pet food is loaded onto the trailer for delivery to WalMart. The backhaul system benefits both Doane and WalMart and solves logistical issues by reducing handling costs, minimizing freight and shipping costs, and maximizing inventory turns. Doane also provides a consumer hotline for WalMart's Ol' Roy and Special Kitty product lines and has a dedicated support staff to handle any logistic network issues related to pet food for WalMart. As a result, this jointly developed network yields cost savings for both Doane and WalMart.

Doane Pet Care Company is a Delaware corporation incorporated in 1995. Our principal executive offices are located at 210 Westwood Place South, Suite 400, Brentwood, Tennessee 37027 and our telephone number is (615) 373-7774.

Doane Pet Care Enterprises, Inc., our parent corporation, was formed in 1995 by a group of private equity investors led by Summit Capital, Inc., DLJ Merchant Banking Partners, L.P., J.P. Morgan Partners (BHCA), L.P. and certain members of existing management to acquire our company, formerly known as Doane Products Company. Our parent has no other material assets or activities other than the ownership of our common stock.

Recent Developments

Impact of commodity price volatility. In fiscal 2003 and 2004, our domestic dry pet food commodity costs were significantly higher than in previous years. In this two-year run, we experienced unprecedented volatility and an increase in these costs exceeding \$90 million compared to our fiscal 2002 costs. As a result, we reached cost-sharing arrangements with certain of our domestic customers such that, if these arrangements continue in their present form, we will effectively pass through to our domestic customers approximately half of future commodity movements, whether up or down. In addition, we implemented a broad

1

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price increase in January 2004 of approximately 7.5% to 9.5% followed by additional price increases in the second quarter of 2004 of approximately 6.0% to 8.0% for most of our domestic products. As a result of the new pricing and the cost-sharing strategy, the negative impact of commodities on our results of operations in fiscal 2004 was not as dramatic as it was in fiscal 2003, despite the continued increase in commodity costs.

In late fiscal 2004, certain commodity costs began to recede. As commodity costs declined, our prices adjusted downward for our customers on a cost-sharing arrangement. The extent to which we otherwise lower our prices in 2005 depends on the stability of lower commodity costs and the overall marketplace conditions.

Refinancing. In November 2004, we refinanced our previous senior credit facility by entering into a new senior credit facility with a syndicate of institutional investors, as lenders, and Credit Suisse First Boston, as administrative agent. The new senior credit facility provides for total commitments of \$230.0 million, consisting of a \$195.0 million term loan facility and a \$35.0 million revolving credit facility, with a \$20.0 million sub-limit for issuance of stand-by letters of credit. We used \$180.5 million of the proceeds to fully repay our previous senior credit facility and \$5.9 million to pay related fees and expenses of the new senior credit facility. The refinancing replaced our previous senior credit facility, portions of which were scheduled to mature in fiscal 2005, lowered our debt service costs and increased our liquidity.

Europe restructuring. In December 2004, we completed our European restructuring plan to consolidate our wet pet food operation in Vrå, Denmark into our facility in Esbjerg, Denmark and our recently expanded facility in Carat, Austria and to reorganize certain of our European subsidiaries to more efficiently manage our foreign operations and reduce selling, general and administrative expenses. In conjunction with these restructuring efforts, we recognized \$5.3 million of asset impairments in the fourth quarter of fiscal 2003 and \$7.0 million of other operating expenses during fiscal 2004 for severance, equipment installation and manufacturing inefficiencies during the transition period. We anticipate this project will result in labor and administrative cost savings and other operating efficiencies of approximately \$4 million on an annual basis.

Products and Services

We provide our customers with comprehensive pet food category management services designed to expand each customer's pet food product lines and to improve the category's profitability. Category management services include:

N-0244

- product development services;
- packaging design services; and
- pricing and marketing strategy services in connection with our customers' store brand programs.

Our store brand programs involve the formulation and supply of a wide variety of high quality pet food products, including dry, semi-moist, soft dry, soft treats and dog biscuits in the United States as well as dry and wet products in Europe. We believe that these products are comparable in quality to competing nationally advertised brand pet food products and we offer them at a lower price. For our nationally advertised brand customers, we manufacture pet food products to meet those customers' specifications and quality standards. Our regional brands are generally economically priced and marketed by our customers as a complement to their other pet food offerings.

In the United States, we manufacture dry pet food under approximately 200 store brands, including Dura Life, Maximum Nutrition, NutriCare, Ol' Roy, Pet Pride, PMI-Nutrition, Retriever, Special Kitty and Sportsmans Choice. Our regional brands, which include Country Prime, Kozy Kitten and TrailBlazer, allow our customers to broaden their product offerings. We also offer our Bonkers and Pet Lovers brand treats to retailers. In Europe, we manufacture pet food under a variety of store brands.

A description of each of our product lines is set forth below:

- *Dry pet food (71% of our fiscal 2004 net sales).* We are the second largest manufacturer of dry pet food in

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the United States. We produce, market and distribute a wide selection of high quality dry pet food products, predominately for dogs and cats. Our dry pet food product lines include high protein, premium-blended, puppy food, gravy style and super premium meat inclusion products for dogs, and regular and blended products for cats.

- *Wet, semi-moist and all other (21% of our fiscal 2004 net sales).* These products are distinguishable from dry pet food based on their higher moisture level content, the technology used to manufacture such products and their higher packaging costs. Europe has a much stronger market for wet products than the United States. To meet this demand, we manufacture and sell wet products throughout Europe, including chunks and gravy, pâté and loaf, and packages, such as cans, alucups and pouches.
- *Biscuits and treats (8% of our fiscal 2004 net sales).* We are a leading global manufacturer of dog biscuits and a manufacturer of soft treats. The manufacturing process for dog biscuits primarily involves baking, whereas, manufacturing of dry pet food involves extrusion.

In addition to manufacturing pet food products, we maintain an in-house engineering services group. This group designs and builds extruders, conveyors, dryers and other parts and equipment, including replacement parts, for our pet food manufacturing facilities and, to a lesser extent, for third parties. The engineering services group maintains repair staff that service and repair machinery and equipment at our manufacturing facilities, giving us the ability to make timely repairs and reduce downtime. Our in-house engineers generally design and supervise plant construction, thereby reducing plant construction costs and resulting in consistency in manufacturing processes and quality control. We believe our engineering services group provides us with services at a lower cost and more timely and efficiently than we could obtain from third parties.

Seasonality

Our sales are moderately seasonal. We normally experience an increase in net sales during the first and fourth quarters of each year, which is typical in the pet food industry. Generally, cooler weather results in increased dog food consumption.

Marketing

We believe our success depends upon our ability to partner with our customers and create brands and products that their consumers' believe their pets will love. It also depends on the ability of our people, together with our customers, to find new and appealing ways to deliver those brands to pet-owning consumers everywhere. Our marketing approach emphasizes fundamental consumer, pet, brand and category research, which we leverage to build successful brand programs. Our team of experienced marketing professionals provides consumer and category trend analysis, category and shelf management expertise, product development direction, packaging design and promotional planning to drive profitable growth for our customers' brands and our company.

Sales and Distribution

Our sales team works directly with current and prospective customers, including mass merchandisers, membership clubs, **farm and fleet** stores, pet specialty stores and grocery chains. We also use independent food brokers to sell our products. We generate new business, in part, through the expansion of our product lines and the development of new marketing programs to existing customers.

As described earlier, we jointly developed a cost effective and innovative logistic network with WalMart to facilitate the delivery of our pet food to WalMart six days a week on WalMart's trailers. In addition, we distribute a substantial amount of our products to other customers utilizing their transportation networks. We are a just-in-time supplier to several of our largest customers who choose to maintain trailers at our manufacturing and distribution facilities. Proximity to certain of our customers' distribution centers and retail locations is a key consideration in deciding the location of our manufacturing and distribution facilities and, we believe, is a significant competitive advantage. Our customers' trailers can be loaded for shipment either directly to individual stores or to their own distribution centers. Those customers that have products shipped directly from our manufacturing and distribution

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facilities to their retail stores are able to reduce their inventory, freight and handling costs by avoiding shipment to their own distribution centers. Like WalMart, those customers that use their own transportation fleet are able to utilize their trucks that would otherwise be empty to backhaul a load of pet food on return to their distribution center or directly to another retail store.

For customers that do not utilize their own transportation fleet, we provide transportation on a contract basis through common carriers. We do not own or operate any transportation equipment.

We provide vendor-managed inventory fulfillment services for our customers. We offer the ability to communicate on-line with our customers' inventory management systems, evaluate their inventory levels and place orders on their behalf to meet their just-in-time inventory supply requirements and manage their inventory levels. We believe this provides our customers with a significant competitive advantage, which includes shorter lead-time requirements, higher inventory turns, reduced out-of-stock positions and fresh product for their customers.

Customers

We manufacture pet food products for approximately 550 customers globally. Our store brand customers in the United States include mass merchandisers such as Wal*Mart, Inc., pet specialty stores such as PETsMART, grocery chains such as Food Lion, Kroger, Royal Ahold and Safeway, and **farm and fleet** stores such as Tractor Supply, Mid-States and Land O' Lakes Purina Feeds. Net sales to Wal*Mart, Inc. accounted for 44%, 42% and 43% of our total net sales for fiscal 2002, 2003 and 2004, respectively. In addition, we manufacture products for many of the largest nationally advertised brand pet food companies in the United States. Our European customer base is similar to the United States. We sell to over 180 customers in Europe, including many of the leading retailers and **farm and fleet** outlets, and to a lesser extent, pet specialty stores. In addition, we manufacture products in Europe for several global brand pet food companies. Globally, we sell to customers in approximately 40 countries.

Competition

The pet food industry is highly competitive. The companies that produce and market the major nationally advertised brand pet foods are national or international conglomerates that are substantially larger than us and possess significantly greater financial and marketing resources. Our store brand pet food products compete for shelf space with nationally advertised brand pet food products on the basis of quality and retail price. In addition, certain nationally advertised brand companies also manufacture store brands. Nationally advertised brand products compete principally through advertising to create brand awareness and loyalty. We experience some price competition from nationally advertised brand products. Significant price competition from nationally advertised brand products or considerably increased store brand presence by the nationally advertised brand manufacturers could adversely affect our operating results and cash flows. We also compete with regional brand manufacturers and regional store brand manufacturers.

We believe we differentiate our company from the nationally advertised brand pet food manufacturers by offering comparable, lower-priced products tailored to each retailer's needs. This provides retailers with the opportunity to increase pet food category profitability and provides a destination purchase item in this important consumer category. In addition, we believe we differentiate our company from other store brand pet food manufacturers by offering higher quality products and national production and distribution capabilities.

Raw Materials and Packaging

The principal ingredients required for our dry manufacturing operations in the United States and Europe are bulk commodity grains and food stocks, including corn, soybean meal, wheat, rice, flour, wheat middling, poultry meal, meat and bone meal, corn gluten meal, tallow and poultry fat. We purchase ingredients from large national commodity companies and local grain cooperatives. The ingredient requirements of each of our manufacturing facilities are purchased locally when available and economically feasible due to the high freight costs of transporting bulk commodity products. As a result, ingredient costs may vary substantially among our manufacturing facilities due to the impact of local supply and demand and varying freight costs. Manufacturing of our wet food in Europe requires fresh or frozen pork, beef and poultry products which are purchased either from suppliers that aggregate and process meat by-products or directly from suppliers of meat by-products. Packaging, which includes bags, cartons, pouches, cans and alucups, is also a significant component of our material costs. We have several packaging suppliers in the United States and Europe. We generally do not maintain long-term contracts or agreements with any of our suppliers, except in our operations in Denmark where we utilize certain sole source suppliers for raw materials and packaging. We believe alternative suppliers of raw materials and packaging are readily available.

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K

(Mark One)

- ☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2003

- ☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Commission file number 0-23378

Thermadyne Holdings Corporation

(Exact name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

74-2482571
(I.R.S. Employer
Identification No.)

16052 Swingley Ridge Road, Suite 300
Chesterfield, Missouri
(Address of Principal Executive Offices)

63017
(ZIP Code)

Registrant's telephone number, including area code:
(636) 728-3000

Securities registered pursuant to Section 12(b) of the Act: **None**

Securities registered pursuant to Section 12(g) of the Act:

Title of Class
Common Stock, par value \$0.01 per share

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Sales and Marketing

In the United States, our Brand Management Group, which was formed in 2003 to create and sustain competitively superior and profitable product and program offerings for all of our U.S. brands, oversees all marketing activities, including brand and product management, strategic product pricing, promotion, and marketing communications. Brand Management is also responsible for research and development, technical service, application support and product training for all of our U.S. brands.

Historically, the brand management functions for our International and Asia-Pacific regions have been the responsibility of the individual business units. In 2004, the Brand Management Group will add to its U.S. responsibilities the role to lead our product and marketing globalization efforts by coordinating resources within the International and Asia-Pacific groups.

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U.S. sales are organized based upon our two channels, the industrial channel, which includes national, regional and local welding distributors and wholesalers, and the specialty markets channel, which includes mass merchandisers, automotive after-market, catalogs, farm and fleet, heating, ventilation and air conditioning, plumbing and medical home healthcare distributors. The industrial channel comprises approximately 82% of U.S. sales while specialty markets account for approximately 18%.

Prior to 2003, the industrial channel was serviced by a separate sales force for each of our principal brands. In 2003, we consolidated these separate groups into one industrial sales force with two areas and 10 regions. Each area has a Vice President of Sales, who is responsible for five regions. Each region has a Regional Business Manager (RBM), who is responsible for the entire region and District Business Managers (DBMs) and Technical Sales Managers (TSMs) who report to the RBM. DBMs are responsible for maintaining relationships and servicing our company-wide programs with distributors, while TSMs are responsible for converting end-users to our products and providing distributors with technical support. In addition, we have a National Accounts group that supports the sale of all of our products to major distributors and wholesalers.

Our own sales representatives, as well as independent manufacturing representatives that carry various product lines, such as heating, ventilation and air conditioning and medical products, service the specialty markets channel.

N-0289

Mark IV Industries Inc · 10-K · For 2/28/99Filed On 5/28/99 · SEC File 1-08862 · Accession Number 62418-99-5

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<u>5/28/99</u>	<u>Mark IV Industries Inc</u>	<u>10-K</u>	<u>2/28/99</u>	<u>6:159</u>

Annual Report · Form 10-K
Filing Table of Contents

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2: <u>EX-10.10</u>	Material Contract	22	92K
3: <u>EX-10.17</u>	Material Contract	53	208K
4: <u>EX-21</u>	Subsidiaries of the Registrant	3±	15K
5: <u>EX-23</u>	Consent of Experts or Counsel	1	6K
6: <u>EX-27</u>	Financial Data Schedule	1	7K

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Automotive Aftermarket

In the automotive aftermarket, Mark IV Automotive provides a vast array of automotive belts, hose and accessories to automotive warehouse distributors, oil companies, original equipment service centers, retail and auto parts chains, mass merchandisers, farm and fleet stores, and hardware distributors.

The belts and hose manufactured and marketed primarily under the Company's Dayco(R) brand name are widely recognized. Through its restructuring activities, these two core product lines have streamlined the Company's sales and marketing operations.

In fiscal 1999, the pilot program for Dayco's *"Preferred Parts"* stocking program won praise and acceptance from Dayco's automotive aftermarket customer test base. Preferred Parts utilizes information from R.L. Polk's vehicle registration database. Their data is used to prepare a customized stocking list of the Dayco products that fit the vehicles that are actually located in a warehouse distributor's or jobber's market area. Although primarily designed for these distribution channels, the Preferred Parts program is also extremely beneficial to the installer, since it provides him with a reliable source of supply. In response to the suggestions of the customers in its pilot group, Dayco has obtained the hardware and software to keep the database current, and also to reduce the time from a customer's request to the delivery of the Preferred Parts report. With these technical advances, a full roll-out of the Preferred Parts program is planned during fiscal 2000.

In an effort to help its customers streamline their inventories, as well as giving them more products to sell, our Dayco and Dayco Eastman (formerly Imperial Eastman) engineers combined their expertise to introduce a brand new coupling style called the *"HY"* series, which will replace multiple coupling series from both the old Dayco and old Imperial Eastman lines. The expanded product offering is projected to increase Dayco's hydraulic sales significantly during fiscal 2000.

N-0513

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The Company's Fayetteville, NC distribution center experienced its first year of full operation in fiscal 1999. The warehouse management software interfaces with the Dayco Aftermarket's Customer Order Inventory Network ("COIN") order processing system. Unlike some warehousing operations that work in a "batch" mode that updates nightly, the Dayco system updates every five minutes. With the sale of the Purolator Automotive Filter Business, the Fayetteville facility will be dedicating 188,000 square feet to the Dayco distribution business beginning in Fiscal 2000.

Outlook

Internal growth in the Company's automotive business will be achieved through research and development and the resulting introduction of new products to the market, and experiencing the benefits of having completed the restructuring efforts which began in fiscal 1997 and were completed during fiscal 1999. External growth will be achieved through entree into new markets due to acquisitions to date, and those to occur going forward. The Company will continue to provide its customers with quality products and service, while improving efficiencies and reducing costs.

Mark IV Automotive's strength lies in its focus on the design, development and manufacture of new or improved safety, environmental and comfort related automotive products, predominantly for the OEM market. The Company's technological capabilities, combined with increased investments in research and development, will allow it to continue working with its customers to provide solutions to today's automotive problems, and meet the needs of tomorrow.

N-0514

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Organic Sales & Marketing Inc · 10-Q/A · For 6/30/11 · XML.R7

Filed On 9/15/11 5:20pm ET · SEC File 1-33386 · Accession Number 1144204-11-53341

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<u>9/15/11</u>	<u>Organic Sales & Marketing Inc</u>	<u>10-Q/A</u>	<u>6/30/11</u>	<u>19:816K</u>		<u>Vintage Filings/FA</u>

Amendment to Quarterly Report · Form 10-Q Filing Table of Contents

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1: <u>10-Q/A</u>	Amendment to Quarterly Report	HTML	20K
2: <u>EX-101.INS</u>	XBRL: Instance -- ogsm-20110630	XML	95K
3: <u>EX-101.SCH</u>	XBRL: Schema -- ogsm-20110630	XSD	23K
4: <u>EX-101.CAL</u>	XBRL: Calculations -- ogsm-20110630_cal	XML	43K
5: <u>EX-101.DEF</u>	XBRL: Definitions -- ogsm-20110630_def	XML	81K
6: <u>EX-101.LAB</u>	XBRL: Labels -- ogsm-20110630_lab	XML	239K
7: <u>EX-101.PRE</u>	XBRL: Presentations -- ogsm-20110630_pre	XML	89K
8: <u>XML.R3</u>	IDEA: Balance Sheets [Parenthetical] -- R3	HTML	18K
9: <u>XML.R4</u>	IDEA: Statements of Operations -- R4	HTML	70K
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11: <u>XML.R8</u>	IDEA: Going Concern -- R8	HTML	12K
12: <u>XML.R6</u>	IDEA: Basis of Financial Statement Presentation -- R6	HTML	11K
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14: <u>XML.R5</u>	IDEA: Statements of Cash Flows -- R5	HTML	97K
15: <u>ZIP</u>	IDEA: XBRL Zip File -- 0001144204-11-053341-xbrl	ZIP	29K
16: <u>XML.R7</u>	IDEA: Significant Transactions -- R7	HTML	20K
17: <u>XML.R2</u>	IDEA: Balance Sheets -- R2	HTML	82K
18: <u>XML</u>	IDEA: XBRL XML File -- FilingSummary	XML	21K
19: <u>EXCEL</u>	IDEA: XBRL Workbook -- Financial_Report	XLS	60K

XML.R7 · IDEA: Significant Transactions -- R7

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Significant Transactions

9 Months Ended
Jun. 30, 2011

Significant Transactions [Abstract]
Significant Transactions [Text Block]

Note 2 – Significant Transactions

Collaboration agreement

On March 10, 2011 the Company entered into an NDA (Non-disclosure Agreement) with a large Farm and Fleet distributor to enter into discussions concerning certain Company technologies, technology development, and other potential collaborative efforts relating to business matters and technologies of mutual interest. The sole purpose of these discussions is for the evaluation of these Company technologies for use in commercial and companion retail markets preliminary to possible subsequent proposals and or agreements of mutual interest under terms to be established. As of the time of this document, no purchase orders have been placed.

Notes Payable – Related Party

Advances by the CEO to the Company of \$20,192 during quarter ending June 30, 2011 have been added to an outstanding promissory note. As of June 30, 2011 total principal owed on the note was \$277,345 and accrued interest owed was \$18,264.

Equity Transactions

On May 1, 2010 the Company commenced a private stock offering, whereby it authorized the issuance of 5,000,000 shares of its common stock for total proceeds of \$500,000. As of June 30, 2011 \$107,005 of the \$500,000 was raised and 1,070,050 shares of common stock were issued.

N-0470

Stock Options

The Company has determined the estimated value of the stock options granted by using the Black-Scholes pricing model with the following assumptions: expected life of 4 or 10 years, a risk free interest rate of 2.38%, a dividend yield of 0% and volatility 205% in the current quarter.

During the quarter ended June 30, 2011 2,000 options were granted. Total outstanding common stock options as of June 30, 2011 were 2,339,145. Total exercisable were 2,133,983 at a weighted average exercise price of \$0.45.

Stock Option Expense is included in the Statements of Operations as follows:

	For the Three Months Ended June 30,		For the Nine Months Ended June 30,	
	2011	2010	2011	2010
Payroll and Compensation Expense	\$ 34,562	\$ 31,913	\$ 103,686	\$ 87,291
Legal and Accounting	33,658	32,686	100,676	97,791
	<u>\$ 68,220</u>	<u>\$ 64,599</u>	<u>\$ 204,362</u>	<u>\$ 185,082</u>

Dates Referenced Herein and Documents Incorporated By Reference

This 10-Q/A Filing Date Other Filings



5/1/10

3/10/11

For The Period Ended 6/30/11 10-Q

Filed On / Filed As Of 9/15/11

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List All Filings

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GLOBAL DYNAMICS CORP - FORM 8-K - March 19, 2010

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EX-99.1 - GLOBAL DYNAMICS CORP	v178005_ex99-1.htm
EX-17.1 - GLOBAL DYNAMICS CORP	v178005_ex17-1.htm
EX-3.1 - GLOBAL DYNAMICS CORP	v178005_ex3-1.htm
EX-2.1 - GLOBAL DYNAMICS CORP	v178005_ex2-1.htm

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date Of Report (Date Of Earliest Event Reported): **March 16, 2010**

Consumer Products Services Group, Inc.

(Exact Name Of Registrant As Specified In Charter)

DELAWARE
(State Or Other Jurisdiction Of
Incorporation Or Organization)

333-156154
(Commission File No.)

98-0593668
(IRS Employee Identification
No.)

10 Grand Blvd.
Deer Park, NY 11729
(Current Address of Principal Executive Offices)

Phone number: 631-492-2500
(Issuer Telephone Number)

(Former Name or Former Address, If Changed Since Last Report)

Global Dynamics Corp
43 Hakablan Street
Jerusalem, Israel 93874

N-0296

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction

- Re-marketing Services
- Supply Chain Consulting

CPS's rigorous proprietary remanufacturing; reprocessing and recycling processes are utilized on all our customers' products by many of our factory trained technicians followed by a strict schedule of final inspections and testing with quality levels set to exceed manufacturers' specifications, consistently producing products often "compare to new." The facilities and remanufacturing procedures exceed the stringent standard for both the US and Canadian listing and approval requirements.

CPS employs factory trained engineers, technicians, machinists, assemblers, and material handlers and warehousing personnel, as well as a full staff of product design, mechanical and electrical engineers who manage and operate the engineering and quality assurance departments.

Item 2.01 Completion of Acquisition or Disposition of Assets

The information relating to the Company's acquisition of CPS described in Item 1.01, which is incorporated herein by reference.

Item 5.02 Departure Of Directors Or Principal Officers; Election Of Directors; Appointment Of Principal Officers.

In connection with the Acquisition, Margalit Yosef resigned, effective March 16, 2010, as President and CEO and Director and Jacob Schub as Secretary and Director of the Company.

The Officer/Director resigning has stated in his resignation letter that his resignation does not in any way imply or infer that there is any dispute or disagreement relating to the Company's operations, policies or practices.

Each resigning Officer/Director has been provided a copy of his disclosure, no less than the day the Registrant is filing the disclosure with the Commission. Each Director will be given an opportunity to furnish the Registrant a letter or response, that he agrees with the statements made by the Registrant in this Section 5.02, and if not, stating the respects in which he does not agree.

Effective as of March 16, 2010, the following individuals were elected to the Board of Directors of the Company:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Darren A. Krantz	39	Chairman of the Board of Directors/CEO
Rick Hamilton	53	President and Director
Kevin O'Boyle	55	Chief Financial Officer and Director

N-0297

Darren A. Krantz, Chairman of the Board of Directors/CEO

Mr. Krantz is 39 years old and serves as the Company's founder and Chief Executive Officer as well as Chairman of the Board of Directors.

Mr. Krantz has a background of over 19 years in the consumer product remanufacturing industry. Mr. Krantz is the Founder of Consumer Product Services where he is responsible for strategic planning, marketing, product sales, operations and process creation.

Mr. Krantz has proven his ability to gain contracts from some of North America's largest Consumer Product manufacturers & retailers while building strategic relationships with the Company President's & CEO's.

Over the past 19 years Mr. Krantz has developed his proprietary remanufacturing processes employing them to create and provide full scale remanufacturing programs for some of the largest consumer product manufacturers in the world.

Mr. Krantz has successfully operated and managed facilities exceeding 500,000 square feet with staffs exceeding 500 people. He is acknowledged for his ability to build cohesive team structures producing the highest quality products with remarkable productivity levels.

Mr. Krantz has developed a unique international sales network which includes Secondary Market Retailers, Salvage Centers, Discount Home Centers, Hardware Chains, Appliance Dealers and Online "E-Tailers" who have purchased millions of units of CPS remanufactured products.

Mr. Krantz has also worked and continues working with various Engineering Universities, local, state, and federal agencies, the Department of Energy, the Department of Energy Conservation, the Environmental Protection and the New York State Energy Research and Development Agency on effective methods of remanufacturing, reprocessing and recycling of consumer products, which will conserve energy, protect the environment and create more efficient programs for manufacturers to manage & process their returned products.

Rick Hamilton, President and Director

Mr. Hamilton is 53 years old and in addition to serving as the Company's President, serves as a Director.

Rick has 29 years experience in the retail industry. He joined the Company January 2009 as a Director and President. His duties include sales and corporate relations, insuring our customers take full advantage of our Total Service Solution.

N-0298

Mr. Hamilton began his career with Ingersoll-Rand where he was selected to be part of the sales team that introduced Ingersoll-Rand products to the retail markets. The team was successful in placing products in many of the large retail outlets in the United States. These included, are not limited to, Big Box retailers, Warehouse Clubs, Hardware Chains, Farm and Fleet, and many others. Upon leaving Ingersoll-Rand, Rick served as Vice President of Sales for SIP USA products. His responsibilities at SIP were much the same as at Ingersoll, he introduced SIP products to retailers here and abroad.

In 1991 Mr. Hamilton started National Vendor Services ("NVS"), a full service manufacturers' representative, merchandising, and consulting company. National Vendor Service represented a wide array of products featured in retail home -centres, such as hardware, tools, outdoor power equipment, plumbing, lighting, and electrical products. NVS was selected by Troy-Bilt to be part of the team to introduce their products to the retail market. NVS was also selected by Lowes companies to be the merchandising/service company to provide store service for their Kobalt private label brand.

In 1999 NVS was sold to National Product Services ("NPS"). NPS provides retail services to Walmart, Costco, Office Depot, Staples, Target, Lowes and many other familiar retail outlets.

Mr. Hamilton has a degree in Electrical Engineering Technology from Southern Technical Institute.

Kevin O'Boyle
Chief Financial Officer

Mr. O'Boyle is 55 years old and serves as the Chief Financial Officer of the Company.

Mr. O'Boyle joined Consumer Product Services, LLC in May 2008. His responsibilities include Financial Reporting, Treasury Management, Administrative Operations and Business Development. Prior to joining CPS, Mr. O'Boyle held various executive positions as CFO for LOOK, Inc. a manufacturer of retail display fixtures, Vice President of Finance & Operations, Wolford America, Inc. and Vice President of Finance, JE Morgan Apparel.

Mr. O'Boyle has both his undergraduate and MBA degrees from St. John's University, Jamaica, NY, has served on the Board of Directors for LOOK, Inc and is an active member of the Financial Executives Networking Group.

N-0299

Int. Cl.: 2

Prior U.S. Cl.: 16

United States Patent and Trademark Office

Reg. No. 1,193,481

Registered Apr. 13, 1982

TRADEMARK
Principal Register

F AND F

The Valspar Corporation (Delaware corporation)
1101 3rd St., S.
Minneapolis, Minn. 55415

For: PAINTS, STAINS, VARNISHES, LAC-
QUERS, PRESERVATIVES AGAINST RUST
AND DETERIORATION OF WOOD, AND
COLORANTS SOLD IN FARM AND FLEET
STORES, in CLASS 2 (U.S. Cl. 16).

First use Mar. 31, 1978; in commerce Mar. 31,
1978.

Ser. No. 319,782, filed Jul. 20, 1981.

B. C. WASHINGTON, Primary Examiner

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
TRADEMARK EXAMINING OPERATION**

In re Application of:	§	
Blain Supply, Inc.	§	Law Office 111
	§	
Serial No. 76/485,613	§	Trademark Attorney:
	§	Elizabeth A. Hughitt, Esq.
Filed: January 28, 2003	§	
	§	
Mark: BLAIN'S FARM & FLEET	§	

RESPONSE TO OFFICE ACTION OF JULY 14, 2003

Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3514

Dear Madam:

AMENDMENT

Pursuant to 15 U.S.C. § 1056, and consistent with the Trademark Attorney's request, Applicant asks that the following disclaimer be entered into the application.

Disclaimer

No claim is made to the exclusive right to use "FARM" or "FLEET" apart from the mark as shown.

REMARKS

This paper is submitted in response to the Office Action dated July 14, 2003.

The Applicant acknowledges with appreciation the Trademark Attorney's statement that no conflicting registered or pending marks were identified.

A disclaimer of the words "FARM" and "FLEET" has now been entered into the application. As noted by the Trademark Attorney, the term "FARM" may be used to refer to farm supplies and equipment which Applicant sells in its retail stores. Likewise, the term "FLEET" may broadly related to vehicle repair, maintenance and installation services, which

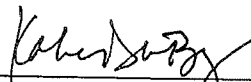
Applicant also offers through its retail stores. Consequently, Applicant has amended the application to include a disclaimer of these words apart from the mark as shown.

Although Applicant has disclaimed the exclusive right to use the individual words "FARM" or "FLEET" apart from the mark as shown, Applicant has not disclaimed the right to use the specific composite "FARM & FLEET" in connection with the services described in its application. In support, Applicant submits that, as of the date of filing this Response, the U.S. Patent and Trademark Office database available through TESS did not identify any pending or registered marks that include a disclaimer of the composite "FARM & FLEET." Moreover, Applicant's use of the composite mark "FARM & FLEET" in connection with its services in Classes 35 and 37 appears to be entirely unique to these classes of services. Applicant reserves the right to provide evidence of the unitary nature of the phrase "FARM & FLEET" if an additional Office Action is deemed necessary.

CONCLUSION

Based on the foregoing amendment, Applicant submits that this application is now in condition for publication and early notice of same is earnestly solicited. Should the Trademark Attorney have any questions, she is invited to contact Applicant's representatives at the telephone number and address listed below.

Respectfully submitted,



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Katherine M. DuBray, Esq.

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Dated: January 7, 2004